

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

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In re: PROMESA
Title III
THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,
as representative of Case No. 17 BK 3283-LTS
THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)
Debtors.¹

-----X

In re: PROMESA
Title III
THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,
as representative of Case No. 17 BK 3566-LTS
THE EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF PUERTO RICO,
Debtor.

-----X

**COVER SHEET TO SIXTH MONTHLY FEE APPLICATION OF O'NEILL &
BORGES LLC FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO THE
FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, THE EMPLOYEES
RETIREMENT SYSTEM OF THE GOVERNMENT OF PUERTO RICO FOR
THE PERIOD OF OCTOBER 1, 2017 THROUGH OCTOBER 31, 2017**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	October 1, 2017 through October 31, 2017
Amount of compensation sought as actual, reasonable and necessary:	\$3,988.80
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$432.50
Total amount for this invoice:	\$4,421.30

This is a: X monthly ____ interim ____ final application

This is O&B's sixth monthly fee application in these cases.

On November 17, 2017 sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. González
FOMB Board Member
and
Proskauer Rose LLP,
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.
Ehud Barak, Esq.,
and
Proskauer Rose LLP
70 West Madison Street
Chicago, IL 60602
Attn: Paul V. Possinger, Esq.

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower
7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.
Suzanne Uhland, Esq.
Diana M. Pérez, Esq.

Office of United States Trustee:

Office of the United States Trustee
for the District of Puerto Rico
Edificio Ochoa
500 Tanca Street
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)

Fee Examiner:

Godfrey & Kahn, S.C.
One East Main Street
Suite 500
Post Office Box 2719
Madison, WI 53701-2719
Attn: Brady C. Williamson

Co-Counsel for the Official Committee of Unsecured Creditors:

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despins, Esq.
Andrew V. Tenzer, Esq.
Michael E. Comerford, Esq.
G. Alexander Bongartz, Esq.
and
Casillas, Santiago & Torres, LLC (Proposed)
El Caribe Office Building
53 Palmeras Street, Suite 1601

San Juan, PR 00901-2419

Attn: Juan J. Casillas Ayala, Esq.
Diana M. Batlle-Barasorda, Esq.
Alberto J.E. Añeses Negrón, Esq.
Ericka C. Montull-Novoa, Esq.

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP
919 Third Avenue
New York, NY 1022-3908
Attn: Robert Gordon, Esq.
Richard Levin, Esq.
And
Bennazar, García & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18
416 Ave. Ponce de León
Hato Rey, PR 00918
Attn: A.J. Bennazar-Zequeira, Esq.

Summary of Legal Fees for the Period October 1, 2017 through October 31, 2017

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Rosa M. Lazaro	Member	Corporate	\$ 335.00	3.70	\$ 1,239.50
Hermann D. Bauer	Member	Litigation	\$ 280.00	7.90	\$ 2,212.00
Jorge A. Candelaria	Associate	Corporate	\$ 155.00	2.60	\$ 403.00
Emiliano Trigo Fritz	Associate	Corporate	\$ 180.00	3.00	\$ 540.00
Milagros Marcano Baez	Paralegal	Litigation	\$ 125.00	0.30	\$ 37.50

Less: 10% Courtesy discount \$ (443.20)

Summary of Disbursements for the Period October 1, 2017 through October 31, 2017

Description - Expenses	Amounts
Duplicating	\$ 432.50

Totals \$ 432.50

SUMMARY OF DISBURSEMENTS \$ **432.50**

Summary of Legal Fees for the Period October 1, 2017 through October 31, 2017

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
209	Adversary Proceeding	10.80	\$ 2,748.50
210	Analysis and Strategy	6.40	\$ 1,646.00
219	Docketing	0.30	\$ 37.50
			<u>\$ 4,432.00</u>

Less: 10% Courtesy Discount \$ (443.20)

TOTALS	17.50	\$ 3,988.80
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O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$3,589.92, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$432.50) in the total amount of \$4,022.42.

Exhibit A

O'NEILL & BORGES LLC

FOMB IN RE ERS TITLE III

November 3, 2017
Bill #: 311693
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
October 31, 2017:

Client.Matter: P1704 - 0

RE: GENERAL

Total Professional Services	\$ 4,432.00
Less Discount	<u>\$ -443.20</u>
Net Professional Services	\$ 3,988.80
Total Reimbursable Expenses	<u>\$ 432.50</u>
TOTAL THIS INVOICE	\$ 4,421.30

O'NEILL & BORGES LLC

Client.Matter: P1704 . 0

RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
10/02/17	RML	210	Review issues that may be relevant to AEELA complaint as a result of enactment of Pension reform.	.70	335.00	234.50
10/02/17	RML	210	Analyze taking arguments in connection with Pension Reform and possible AEELA claim.	.80	335.00	268.00
10/02/17	HDB	210	Draft e-mail regarding legal issues concerning threatened AEELA Claim and respond to responses to legal queries and preliminary responses.	.30	280.00	84.00
10/02/17	HDB	209	Review issues regarding takings claims relative to AEELA complaint and outline legal issues regarding same.	.40	280.00	112.00
10/02/17	JAC	209	Draft work plan regarding AEELA potential litigation in ongoing Title III proceedings.	1.80	155.00	279.00
10/03/17	HDB	209	Draft e-mail to P. Doyle regarding AEELA Adversary.	.10	280.00	28.00
10/03/17	MMB	219	Docket court notice received by mail dated October 3, 2017, regarding various deadlines as per order docket no. 68 in case 17-ap-00213 - H. Bauer, U. Fernandez, D. Pérez.	.10	125.00	12.50
10/04/17	HDB	210	Review Outline for AEELA Complaint Memorandum.	.30	280.00	84.00
10/04/17	JAC	209	Review and revise draft work plan regarding AEELA potential litigation in ongoing Title III proceedings.	.70	155.00	108.50
10/04/17	JAC	209	Draft email to R. M. Lazaro, H. D. Bauer and S. Antonetti regarding AEELA potential litigation in ongoing Title III proceedings.	.10	155.00	15.50
10/04/17	ETF	210	Review AEELA's draft complaint and analyzing takings claim.	1.70	180.00	306.00

Bill #: 311693

November 3, 2017

10/10/17	RML	210	Review memorandum of understanding submitted by AEELA's counsel and issues related thereto.	.80	335.00	268.00
10/10/17	HDB	209	Receive and review draft memorandum of understanding regarding threatened AEELA complaint.	.60	280.00	168.00
10/10/17	HDB	209	Correspond with AAFAF regarding threatened AEELA complaint and proposed agreement.	.20	280.00	56.00
10/10/17	HDB	209	Consultation regarding threatened claims in AEELA complaint.	.20	280.00	56.00
10/11/17	HDB	209	Review recitals in draft MOU regarding AEELA complaint.	.20	280.00	56.00
10/11/17	HDB	209	Correspond regarding meet and confer on AEELA adversary proceeding.	.10	280.00	28.00
10/12/17	RML	209	Review issues associated with AEELA draft of complaint in connection with enactment of ACt.106.	.90	335.00	301.50
10/12/17	HDB	209	Review AEELA Memorandum.	.80	280.00	224.00
10/12/17	HDB	209	Meeting to discuss legal issues and strategies regarding AEELA claims and in anticipation of call with Proskauer and meet and confer with plaintiffs.	.80	280.00	224.00
10/12/17	ETF	210	Review AEELA's Enabling Act.(.80) Meeting with R. Lazaro regarding draft MOU proposed by AEELA (.50)	1.30	180.00	234.00
10/13/17	RML	210	Tel. conf. with Proskauer team and Hermann Bauer regarding analysis of AEELA claim due to the enactment of the pension reform in preparation for meeting with AEELA.	.50	335.00	167.50
10/13/17	HDB	209	Prepare for conference call with Proskauer regarding threatened AEELA Adversary Complaint.	.20	280.00	56.00
10/13/17	HDB	209	Conf. call with Proskauer regarding legal issues in connection with meet and confer regarding AEELA complaint.	.30	280.00	84.00
10/17/17	HDB	209	Tel. conf. with O. Ramos regarding meet and confer regarding AEELA Adversary proceeding.	.30	280.00	84.00
10/17/17	HDB	209	Review documents in preparation for meet and confer regarding AEELA Complaint.	.40	280.00	112.00
10/17/17	HDB	209	Attend meeting at AAFAF regarding AEELA complaint.	1.60	280.00	448.00

Bill #: 311693

November 3, 2017

10/19/17	MMB	219	Docket court notice received by mail dated October 19, 2017, regarding deadline to file joint proposed briefing schedule in case 17-00213 - H. Bauer, U. Fernandez, D. Pérez.	.10	125.00	12.50
10/20/17	MMB	219	Docket court notice received by mail dated October 20, 2017, regarding opposition to defendants' motion to compel, reply, hearing on motion (Dkt. 70 in case 17-00213) - H. Bauer, U. Fernandez, D. Pérez.	.10	125.00	12.50
10/23/17	HDB	209	Receive and review letter from C. Cuprill regarding purported agreements regarding 3% contribution to AEELA.	.30	280.00	84.00
10/23/17	HDB	209	Coordinate conference call with counsel for AAFAF regarding letter from Charles Cuprill.	.10	280.00	28.00
10/24/17	HDB	209	Prepare for call with counsel for AAFAF regarding letter from counsel for AEELA.	.10	280.00	28.00
10/24/17	HDB	209	Tel. conf. with P. Doyle (Proskauer) and counsel for AAFAF regarding letter from counsel for AEELA.	.30	280.00	84.00
10/26/17	HDB	209	Review and edit draft AEELA letter to AAFAF regarding Act 106.	.20	280.00	56.00
10/30/17	HDB	209	Additional edits and draft e-mail to O. Ramos regarding letter to C. Cuprill.	.10	280.00	28.00

TOTAL PROFESSIONAL SERVICES	\$ 4,432.00
Less Discount	<u>\$ -443.20</u>
NET PROFESSIONAL SERVICES:	\$ 3,988.80

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
ROSA M. LAZARO	3.70	335.00	1,239.50
HERMANN BAUER	7.90	280.00	2,212.00
JORGE A. CANDELARIA	2.60	155.00	403.00
EMILIANO TRIGO FRITZ	3.00	180.00	540.00
MILAGROS MARCANO BAEZ	.30	125.00	37.50
Total	17.50		\$ 4,432.00

Bill #: 311693

November 3, 2017

EXPENSES

Date	Description	Amount
10/12/17	DUPPLICATING - AS OF 10/12/17 (7 Copies @ \$.25)	1.75
10/20/17	DUPPLICATING - AS OF 10/20/17 (1723 Copies @ \$.25)	430.75
	TOTAL REIMBURSABLE EXPENSES	\$ 432.50
	TOTAL THIS INVOICE	\$ 4,421.30

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

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In re: PROMESA
Title III
THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,
as representative of Case No. 17 BK 3283-LTS
THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)
Debtors.¹

-----X

In re: PROMESA
Title III
THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,
as representative of Case No. 17 BK 3566-LTS
THE EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF PUERTO RICO,
Debtor.

-----X

**COVER SHEET TO SEVENTH MONTHLY FEE APPLICATION OF O'NEILL
& BORGES LLC FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO THE
FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, THE EMPLOYEES
RETIREMENT SYSTEM OF THE GOVERNMENT OF PUERTO RICO FOR
THE PERIOD OF NOVEMBER 1, 2017 THROUGH NOVEMBER 30, 2017**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	November 1, 2017 through November 30, 2017
Amount of compensation sought as actual, reasonable and necessary:	\$438.30
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$438.30

This is a: X monthly ____ interim ____ final application

This is O&B's seventh monthly fee application in these cases.

On April 2, 2018 sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. González
FOMB Board Member
and
Proskauer Rose LLP,
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.
Ehud Barak, Esq.,
and
Proskauer Rose LLP
70 West Madison Street
Chicago, IL 60602
Attn: Paul V. Possinger, Esq.

Fee Examiner:

Godfrey & Kahn, S.C.
Attn: Brady C. Williamson
bwilliam@gklaw.com

Co-Counsel for the Official Committee of

Unsecured Creditors:

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despins, Esq.
Andrew V. Tenzer, Esq.
Michael E. Comerford, Esq.
G. Alexander Bongartz, Esq.
and
Casillas, Santiago & Torres, LLC
El Caribe Office Building
53 Palmeras Street, Suite 1601
San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.
Diana M. Batlle-Barasorda, Esq.
Alberto J.E. Añeses Negrón, Esq.
Ericka C. Montull-Novoa, Esq.

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.
Suzanne Uhland, Esq.
Diana M. Pérez, Esq.

Office of United States Trustee:

Office of the United States Trustee
for the District of Puerto Rico
Edificio Ochoa
500 Tanca Street, Suite 301
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)
and
Office of the United States Trustee for Region 21
75 Spring Street, SW, Room 362
Atlanta, GA 30303
Attn: Guy G. Gebhart
Acting United States Trustee (Region 21)
(In re: Commonwealth of Puerto Rico)

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP
919 Third Avenue
New York, NY 1022-3908
Attn: Robert Gordon, Esq.
Richard Levin, Esq.
And
Bennazar, García & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18
416 Ave. Ponce de León
Hato Rey, PR 00918
Attn: A.J. Bennazar-Zequeira, Esq.

ERS TITLE III

Summary of Legal Fees for the Period November 1, 2017 through November 30, 2017

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$ 280.00	0.50	\$ 140.00
Ubaldo M. Fernandez Barrera	Jr. Member	Litigation	\$ 195.00	1.10	\$ 214.50
Daniel J. Perez Refojos	Associate	Litigation	\$ 165.00	0.50	\$ 82.50
Milagros Marcano Baez	Paralegal	Litigation	\$ 125.00	0.40	\$ 50.00
Totals			2.50	\$ 487.00	
Less: 10% Courtesy discount					\$ (48.70)
SUMMARY OF LEGAL FEES				\$ 438.30	

Summary of Disbursements for the Period November 1, 2017 through November 30, 2017

Description - Expenses	Amounts
	\$ -
Totals	\$ -
SUMMARY OF DISBURSEMENTS	\$ -

ERS TITLE III

Summary of Legal Fees for the Period November 1, 2017 through November 30, 2017

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
206	Documents Filed On Behalf of the Board	0.50	\$ 82.50
208	Stay Matters	0.30	\$ 84.00
209	Adversary Proceeding	0.70	\$ 136.50
212	General Administration	0.20	\$ 56.00
218	Employment and Fee Applications	0.40	\$ 78.00
219	Docketing	0.40	\$ 50.00
			<u>\$ 487.00</u>

Less: 10% Courtesy Discount \$ (48.70)

TOTALS	2.50	\$ 438.30
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O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$394.92, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$394.92.

Exhibit A

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

December 5, 2017

FOMB IN RE ERS TITLE III

RE: GENERAL

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt
payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ-RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

FOMB IN RE ERS TITLE III

December 5, 2017

Bill #: 313573

Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending November 30, 2017:

Client.Matter: P1704 - 0

RE: GENERAL

Total Professional Services
Less Discount

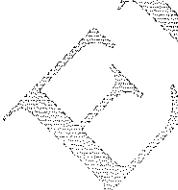
Net Professional Services
Total Reimbursable Expenses

TOTAL THIS INVOICE

\$ 487.00
\$ -48.70

\$ 438.30

\$ 438.30



Electronic Signature

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client Matter: P1704 . 0

RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
11/02/17	HDB	212	Receive and review demand letter by Mariana Hernandez Gutierrez.	.20	280.00	56.00
11/03/17	MMB	219	Docket court notice received by mail dated November 2, 2017, regarding order to ERS to determine appropriate affiant for affidavit - H. Bauer, U. Fernandez, D. Pérez.	.10	125.00	12.50
11/07/17	UMF	209	Review Act 106 regarding motion to dismiss Altair v. ERS adversary proceeding.	.70	195.00	136.50
11/08/17	DJP	206	Draft, review, and finalize Transcript Request Form pertaining to the hearing held before Judge Dein on November 2, 2017, in AP 17-213 (ERS v. Altair Global Credit Opportunities Fund (A), LLC.	.30	165.00	49.50
11/08/17	DJP	206	File Transcript Request Form pertaining to the hearing held before Judge Dein in AP 17-213 (ERS v. Altair Global Credit Opportunities Fund (A), LLC through the court's electronic filing system.	.20	165.00	33.00
11/09/17	MMB	219	Docket court notice received by mail dated November 8, 2017, regarding order setting briefing schedule (dkt. 107) - H. Bauer, U. Fernandez, D. Pérez.	.10	125.00	12.50
11/09/17	MMB	219	Docket court notice received by mail dated November 8, 2017, regarding order dkt. 110 in case 17-00213 on urgent motion to an order clarifying page limits (regarding: dkt. 99) - H. Bauer, U. Fernandez, D. Pérez.	.10	125.00	12.50
11/16/17	UMF	218	Draft sixth monthly fee application and letter on payment of fee application as per the Order on Interim Compensation.	.40	195.00	78.00

O'Neill & Borges LLC

Bill #: 313573

December 5, 2017

11/21/17	MMB	219	Docket court notice received by mail dated November 18, 2017, regarding order 140 in case 17-00213 on transcript of November 17, 2017 hearing - H. Bauer, U. Fernandez, D. Pérez.	.10	125.00	12.50
11/28/17	HDB	208	Receive and review Motion to Condition Automatic Stay or, Alternatively, Enforce the July 17, 2017 Order filed by certain ERS Bondholders.	.30	280.00	84.00

TOTAL PROFESSIONAL SERVICES \$ 487.00

Less Discount \$ -48.70

NET PROFESSIONAL SERVICES: \$ 438.30

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.50	280.00	140.00
UBALDO M. FERNANDEZ BARRERA	1.10	195.00	214.50
DANIEL J. PEREZ REFOJOS	.50	165.00	82.50
MILAGROS MARCANO BAEZ	.40	125.00	50.00
Total	2.50		\$ 487.00

TOTAL THIS INVOICE \$ 438.30

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X

In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*

(Jointly Administered)

Debtors.¹

-----X

In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3566-LTS

THE EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF PUERTO RICO,

Debtor.

-----X

**COVER SHEET TO EIGHTH MONTHLY FEE APPLICATION OF O'NEILL &
BORGES LLC FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO THE
FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, THE EMPLOYEES
RETIREMENT SYSTEM OF THE GOVERNMENT OF PUERTO RICO FOR
THE PERIOD OF DECEMBER 1, 2017 THROUGH DECEMBER 31, 2017**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	December 1, 2017 through December 31, 2017
Amount of compensation sought as actual, reasonable and necessary:	\$348.75
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$104.00
Total amount for this invoice:	\$452.75

This is a: X monthly ____ interim ____ final application

This is O&B's eighth monthly fee application in these cases.

On April 2, 2018 sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. González
FOMB Board Member

and

Proskauer Rose LLP,
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.
Ehud Barak, Esq.,
and
Proskauer Rose LLP
70 West Madison Street
Chicago, IL 60602
Attn: Paul V. Possinger, Esq.

Fee Examiner:

Godfrey & Kahn, S.C.
Attn: Brady C. Williamson
bwilliam@gklaw.com

**Co-Counsel for the Official Committee of
Unsecured Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despins, Esq.
Andrew V. Tenzer, Esq.
Michael E. Comerford, Esq.
G. Alexander Bongartz, Esq.
and
Casillas, Santiago & Torres, LLC
El Caribe Office Building
53 Palmeras Street, Suite 1601
San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.
Diana M. Batlle-Barasorda, Esq.
Alberto J.E. Afieses Negrón, Esq.
Ericka C. Montull-Novoa, Esq.

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.
Suzanne Uhland, Esq.
Diana M. Pérez, Esq.

Office of United States Trustee:

Office of the United States Trustee
for the District of Puerto Rico
Edificio Ochoa
500 Tanca Street, Suite 301
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)
and

Office of the United States Trustee for Region 21
75 Spring Street, SW, Room 362
Atlanta, GA 30303
Attn: Guy G. Gebhart
Acting United States Trustee (Region 21)
(In re: Commonwealth of Puerto Rico)

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP
919 Third Avenue
New York, NY 1022-3908
Attn: Robert Gordon, Esq.
Richard Levin, Esq.
And
Bennazar, García & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18
416 Ave. Ponce de León
Hato Rey, PR 00918
Attn: A.J. Bennazar-Zequeira, Esq.

ERS TITLE III

Summary of Legal Fees for the Period December 1, 2017 through December 31, 2017

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$290.00	0.70	\$ 203.00
Daniel J. Perez	Associate	Litigation	\$180.00	0.80	\$ 144.00
Milagros Marcano Baez	Paralegal	Litigation	\$135.00	0.30	\$ 40.50
Totals				1.80	\$ 387.50
Less: 10% Courtesy discount					\$ (38.75)
SUMMARY OF LEGAL FEES					\$ 348.75

Summary of Disbursements for the Period December 1, 2017 through December 31, 2017

Description - Expenses	Amounts
Duplicating	\$ 34.00
Registration Fee for Hearing at US District Court in New York RE:	\$ 70.00
Totals	\$ 104.00
SUMMARY OF DISBURSEMENTS	
\$ 104.00	

ERS TITLE III

Summary of Legal Fees for the Period December 1, 2017 through December 31, 2017

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
207	Non-Board Court Filings	0.80	\$ 144.00
212	General Administration	0.70	\$ 203.00
219	Docketing	0.30	\$ 40.50
			\$ 387.50
Less: 10% Courtesy Discount			\$ (38.75)
TOTALS			1.80 \$ 348.75

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$313.88, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$104.00) in the total amount of \$417.88.

Exhibit A

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813.
TEL. (787) 764-8181
FAX (787) 753-8944

December 31, 2017

FOMB IN RE ERS TITLE III

RE: GENERAL

Enclosed please find our bill for professional services rendered and reimbursable expenses. Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

FOMB IN RE ERS TITLE III

December 31, 2017

Bill #: 317556

Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending December 31, 2017:

Client.Matter: P1704 - 0

RE: GENERAL

Total Professional Services
Less Discount

\$347.00
\$ -34.70

Net Professional Services
Total Reimbursable Expenses

\$312.30
\$ 34.00

TOTAL THIS INVOICE

\$ 346.30

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

Client.Matter: P1704 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
12/15/17	HDB	212	Receive and review e-mail by US Trustee following up on response to ERS Committee letter.(.10) Draft e-mail to Proskauer regarding same.(.10)	.20	290.00	58.00
12/15/17	DJP	207	Notice of Filing of First Interim Fee Application of Proskauer Rose LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Attorneys for the Financial Oversight and Management Board for Puerto Rico, as Representative of the Debtor, the Employees Retirement System of the Government of Puerto of Puerto Rico, for the Period of May 21, 2017 through September 30, 2017.	.30	180.00	54.00
12/15/17	DJP	207	Review and organize all exhibits to be filed together with the Notice of Filing of First Interim Fee Application of Proskauer Rose LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Attorneys for the Financial Oversight and Management Board for Puerto Rico, as Representative of the Debtor, the Employees Retirement System of the Government of Puerto of Puerto Rico, for the Period of May 21, 2017 through September 30, 2017.	.30	180.00	54.00
12/15/17	DJP	207	File Notice of Filing of First Interim Fee Application of Proskauer Rose LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Attorneys for the Financial Oversight and Management Board for Puerto Rico, as Representative of the Debtor, the Employees Retirement System of the Government of Puerto of Puerto Rico, for the Period of May 21, 2017 through September 30, 2017, and supporting exhibits, through the court's electronic filing system ERS case.	.20	180.00	36.00

O'Neill & Borges LLC

Bill #: 317556

December 31, 2017

12/21/17	HDB	212	Receive and review draft response letter to US Trustee regarding ERS Bondholders' letter on Committee issues.	.30	290.00	87.00
12/29/17	HDB	212	Receive and review e-mail from US Trustee regarding ERS Committee Letter.(.10) Follow-up with Proskauer regarding same.(.10)	.20	290.00	58.00

TOTAL PROFESSIONAL SERVICES \$ 347.00

Less Discount \$ -34.70

NET PROFESSIONAL SERVICES: \$ 312.30

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.70	290.00	203.00
DANIEL J. PEREZ REFOJOS	.80	180.00	144.00
Total	1.50		\$ 347.00

EXPENSES

Date	Description	Amount
12/15/17	DUPLICATING - AS OF 12/15/17 (6 Copies @ \$.25)	1.50
12/15/17	DUPLICATING - AS OF 12/15/17 (11 Copies @ \$.25)	2.75
12/15/17	DUPLICATING - AS OF 12/15/17 (19 Copies @ \$.25)	4.75
12/15/17	DUPLICATING - AS OF 12/15/17 (14 Copies @ \$.25)	3.50
12/15/17	DUPLICATING - AS OF 12/15/17 (11 Copies @ \$.25)	2.75
12/15/17	DUPLICATING - AS OF 12/15/17 (13 Copies @ \$.25)	3.25
12/15/17	DUPLICATING - AS OF 12/15/17 (6 Copies @ \$.25)	1.50
12/15/17	DUPLICATING - AS OF 12/15/17 (21 Copies @ \$.25)	5.25
12/15/17	DUPLICATING - AS OF 12/15/17 (18 Copies @ \$.25)	4.50
12/15/17	DUPLICATING - AS OF 12/15/17 (17 Copies @ \$.25)	4.25

TOTAL REIMBURSABLE EXPENSES \$ 34.00

TOTAL THIS INVOICE \$ 346.30

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

December 31, 2017

FOMB IN RE ERS TITLE III

RE: 17-00220-LTS ALTAIR GLOBAL CREDIT V. COMM. OF P.R.-CGB

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813.
TEL. (787) 764-8181
FAX (787) 753-8944

FOMB IN RE ERS TITLE III

December 31, 2017

Bill #: 318923

Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending December 31, 2017:

Client.Matter: P1704 - 802

RE: 17-00220-LTS ALTAIR GLOBAL CREDIT V. COMM. OF P.R.-CGB

Total Professional Services
VOLUME DISCOUNT

\$ 13.50
\$ -1.35

Net Professional Services
Total Reimbursable Expenses

\$ 12.15
\$.00

TOTAL THIS INVOICE

\$ 12.15

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

Client.Matter: P1704 . 802

RE: 17-00220-LTS ALTAIR GLOBAL CREDIT V. COMM. OF P.R.-CGB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
12/11/17	MMB	219	Docket court notice received by mail dated December 8, 2017, regarding procedures for attendance, participation, and observation of the December 13, 2017 Altair hearing - H. Bauer, U. Fernandez, D. Pérez.	.10	135.00	13.50

TOTAL PROFESSIONAL SERVICES \$ 13.50

VOLUME DISCOUNT \$ -1.35

NET PROFESSIONAL SERVICES: \$ 12.15

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
MILAGROS MARCANO BAEZ	.10	135.00	13.50
Total	.10		\$ 13.50

TOTAL THIS INVOICE \$ 12.15

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X

In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*

(Jointly Administered)

Debtors.¹

-----X

In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3566-LTS

THE EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF PUERTO RICO,

Debtor.

-----X

COVER SHEET TO NINTH MONTHLY FEE APPLICATION OF O'NEILL &
BORGES LLC FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO THE
FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, THE EMPLOYEES
RETIREMENT SYSTEM OF THE GOVERNMENT OF PUERTO RICO FOR
THE PERIOD OF JANUARY 1, 2018 THROUGH JANUARY 31, 2018

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	January 1, 2018 through January 31, 2018
Amount of compensation sought as actual, reasonable and necessary:	\$52.50
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$52.20

This is a: X monthly ___ interim ___ final application

This is O&B's ninth monthly fee application in these cases.

On April 2, 2018 sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. González
FOMB Board Member
and
Proskauer Rose LLP,
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.
Ehud Barak, Esq.,
and
Proskauer Rose LLP
70 West Madison Street
Chicago, IL 60602
Attn: Paul V. Possinger, Esq.

Fee Examiner:

Godfrey & Kahn, S.C.
Attn: Brady C. Williamson
bwiliam@gklaw.com

**Co-Counsel for the Official Committee of
Unsecured Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despins, Esq.
Andrew V. Tenzer, Esq.
Michael E. Comerford, Esq.
G. Alexander Bongartz, Esq.
and
Casillas, Santiago & Torres, LLC
El Caribe Office Building
53 Palmeras Street, Suite 1601
San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.
Diana M. Batlle-Barasorda, Esq.
Alberto J.E. Añeses Negrón, Esq.
Ericka C. Montull-Novoa, Esq.

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.
Suzanne Uhland, Esq.
Diana M. Pérez, Esq.

Office of United States Trustee:

Office of the United States Trustee
for the District of Puerto Rico
Edificio Ochoa
500 Tanca Street, Suite 301
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)
and
Office of the United States Trustee for Region 21
75 Spring Street, SW, Room 362
Atlanta, GA 30303
Attn: Guy G. Gebhart
Acting United States Trustee (Region 21)
(In re: Commonwealth of Puerto Rico)

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP
919 Third Avenue
New York, NY 1022-3908
Attn: Robert Gordon, Esq.
Richard Levin, Esq.
And
Bennazar, García & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18
416 Ave. Ponce de León
Hato Rey, PR 00918
Attn: A.J. Bennazar-Zequeira, Esq.

ERS TITLE III

Summary of Legal Fees for the Period January 1, 2018 through January 31, 2018

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$290.00	0.20	\$ 58.00
	Totals			0.20	\$ 58.00
	Less: 10% Courtesy discount				\$ (5.80)
			SUMMARY OF LEGAL FEES		\$ 52.20

Summary of Disbursements for the Period January 1, 2018 through January 31, 2018

Description - Expenses	Amounts
	\$ -
Totals	\$ -
	SUMMARY OF DISBURSEMENTS

ERS TITLE III

Summary of Legal Fees for the Period January 1, 2018 through January 31, 2018

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
212	General Administration	0.20	\$ 58.00 <u>\$ 58.00</u>

Less: 10% Courtesy Discount \$ (5.80)

TOTALS	0.20	\$ 52.20
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O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$52.20, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$52.20.

Exhibit A

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

February 26, 2018

FOMB IN RE ERS TITLE III

RE: GENERAL

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt
payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

FOMB IN RE ERS TITLE III

February 26, 2018

Bill #: 319377

Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
January 31, 2018:

Client.Matter: P1704 - 0

RE: GENERAL

Total Professional Services
Less Discount

\$ 58.00
\$ -5.80

Net Professional Services
Total Reimbursable Expenses

\$ 52.20
\$.00

TOTAL THIS INVOICE

\$ 52.20

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

Client.Matter: P1704 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
1/11/18	HDB	212	Receive and review letter regarding the Employee Retirement System Unsecured Claimholder Committee.	.20	290.00	58.00

TOTAL PROFESSIONAL SERVICES \$ 58.00

Less Discount \$ -5.80

NET PROFESSIONAL SERVICES: \$ 52.20

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.20	290.00	58.00
Total	.20		\$ 58.00

TOTAL THIS INVOICE \$ 52.20